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No.

Date

Fee \$

FEB 23 1979 FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9058-C Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION
NEW YORK, N.Y. 10022

TEL: (212) 838-6670
TWX: 7105815043
CABLE: "GLEEWIN"

RECORDATION NO. 9058-D Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9058-E Filed 1425 Washington, D. C.

February 15, 1979

RECORDATION NO. 9058-F Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9058-G Filed 1425

FEB 23 1979-10 05 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordation Office
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation and Filing of documents
pertaining to 100 General Purpose
Boxcars Numbered MPA 7200 to MPA 7225
inclusive, MPA 7227 to MPA 7279 inclu-
sive (which twenty (20) General Purpose
Boxcars were formerly numbered MPA 7280
to 7289 inclusive, MPA 7291 to MPA 7299
inclusive and MPA 7226) the "Equipment").

See Exhibit A
to 9058-H
for car numbers
left out.

Dear Sir:

In accordance with the provisions and procedures of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. §11303, and Part 1116 of Title 49 of the Code of Federal Regulations, it is hereby respectfully requested that the documents enclosed with this letter of transmittal, and more fully described herein below, pertaining to the granting of a security interest in and assignment of a lease of the Equipment, be recorded and filed by the Interstate Commerce Commission (the "Commission") pursuant to Section 116.5 of said Title 49 of the Code of Federal Regulations.

A. Description of the Documents and the Parties Thereto.

Enclosed herein are three originals of the following documents one of which is to be recorded and filed against recordation number 9058 of October 31, 1977 in the order listed below. We respectfully request that the two additional originals be stamped by your office and returned to us in the post-paid envelope provided.

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(1) Release dated February 13, 1979 with The Chase Manhattan Bank N.A. (Chase as Releasor and Emons Leasing Co., Inc., a New Jersey Corporation (Leasing) as Releasee. This document should be recorded under Recordation Number 9058-C.

(2) Reassignment of Lease dated February 13, 1979 with Chase as Assignor and Leasing as Assignee. This instrument should be recorded under Recordation Number 9058-D.

500/
4/8/79

(3) Amendment No. 1 to Lease of Railroad Equipment dated October 7, 1977 entered into February 13, 1979 by and between Leasing and the Maryland and Pennsylvania Railroad Company, a Maryland and Pennsylvania Corporation. This document should be recorded under Recordation Number 9058-E.

(4) Bill of Sale from Leasing to Emons Industries, Inc., a New York Corporation (Emons) dated February 13, 1979. This document should be recorded under Recordation Number 9058-F.

(5) Assignment of Lease from Leasing to Emons dated February 13, 1979. This document should be recorded under Recordation Number 9058-G.

(6) Chattel Mortgage, Assignment and Security Agreement dated February 13, 1979 between Emons and Chase with an Acknowledgement of Notice of Chattel Mortgage, Assignment and Security Agreement by the M&P. This document should be recorded under Recordation Number 9058-H.

-H

B. The Transaction

(1) Documents Previously Filed. Leasing leased Equipment to the M&P under a lease of Railroad Equipment, dated as of October 7, 1977 (the "Lease"). The Lease was recorded with the Interstate Commerce Commission on October 13, 1977 under Recordation Number 9058-A. In connection with a borrowing under a Revolving and Term Loan Agreement dated as of May 2, 1977 between Leasing and Chase (the "1977 Agreement") Leasing assigned the Lease to Chase pursuant to an Agreement and Assignment dated October 21, 1977 and recorded with the

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Interstate Commerce Commission on October 31, 1977 under Recordation Number 9058-B. Leasing also granted Chase a security interest in the Equipment under a Chattel Mortgage and Security Agreement dated October 21, 1977, which was recorded with the Interstate Commerce Commission on October 31, 1977 under Recordation Number 9058.

(2) Documents Filed with this Letter. Leasing has repaid all borrowings under the 1977 Agreement which agreement has been terminated. In connection with the termination of the 1977 Agreement, Chase executed a Release of its security interest (Document 9058-C) and a Reassignment of Lease (Document 9058-D). Leasing and the M&P then Amended the Lease to reflect the renumbering of certain of the boxcars comprising the Equipment (Document 9058-E). Leasing then conveyed the Equipment to Emons pursuant to a Bill of Sale (Document 9058-F). Leasing also assigned the Lease to Emons (Document 9058-G). Emons, in connection with a borrowing under a Loan Agreement dated as of September 1, 1978 by and between Emons and Chase, entered into a Chattel Mortgage, Assignment and Security Agreement granting Chase a security interest in the Equipment and assigning the Lease to Chase. The priority of Chase's interest in the Equipment was acknowledged by the M&P (Document 9058-H).

C. Procedural Matter.

It is hereby respectfully requested that each of the following names be inserted in the Commission Index established pursuant to Section 1116.5(c) of Title 49 of the Code of Federal Regulations.

- (1) The Chase Manhattan Bank, N.A.
- (2) Emons Industries, Inc.
- (3) Emons Leasing Co., Inc.
- (4) Maryland and Pennsylvania Railroad Company

It is also hereby respectfully requested that Recordation Numbers 9058, 9058-A, 9058-B, 9058-C, 9058-D, 9058-E, 9058-F, 9058-G and 9058-H be noted in the Commission index under the name of each of the parties shown above.

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A check in the amount of \$60.00 has been enclosed with this letter of transmittal to cover the recordation fee prescribed by Section 116.3(d) of Title 49 of the Code of Federal Regulations.

Kindly stamp the enclosed copy of this letter of transmittal and return such copy and the original documents enclosed herewith to the undersigned in the envelope provided.

If there are any questions with respect to the enclosed or the transactions described therein, please feel free to telephone Melvin Slade of this office, or the undersigned, collect.

Yours truly,



Frank J. Hariton

FJH:jd

Enclosures

FEB 23 1979 - 10 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that EMONS LEASING CO., INC., a New Jersey corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Seller") for and in consideration of the sum of One (\$1.00) Dollar, lawful money of the United States of America, to it paid by Emons Industries, Inc., a New York corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Purchaser"), the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels and property, to wit:

- 100 - Rebuilt, fifty foot, wood lined, general purpose Rigid Underframe Boxcars, Serial Numbers MPA 7200 to MPA 7225 inclusive, MPA 7227-7279 inclusive, MPA 7290, and MPA 7380 to 7399 inclusive (which twenty (20) cars were formerly numbered MPA 7280 to 7289 inclusive, MPA 7291 to MPA 7299 inclusive and MPA 7226.)

TO HAVE AND TO HOLD the said goods, chattels and property unto the said Purchaser, its successors and assigns, to and for its own use forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels and property hereby vested in the Purchaser is free and clear from all liens and encumbrances of every right and lawful authority to grant, bargain, sell and convey as aforesaid, except as set forth in a certain Lease of Railroad Equipment between the Seller as lessor and the Maryland and Pennsylvania Railroad Company as lessee dated as of October 7, 1977 (the "Lease") said Lease having been filed and recorded with the Interstate Commerce Commission under Recordation Number 9058-A on October 31, 1977 and assigned by Seller to The Chase Manhattan Bank N.A.

("Chase") on October 21, 1977, which assignment was filed and recorded with the Interstate Commerce Commission under Record-ation Number 9058-B on October 31, 1977 and reassigned by Chase to Seller which reassignment will be recorded with the Interstate Commerce Commission, and that it will, and will cause its successors and assigns to, warrant and defend the said goods, chattels and property unto the Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, and attested by its authorized signatory, this 13th day of February 1979.

EMONS LEASING CO., INC.

By Robert Grossman
President

ATTEST:

Carol Amis
(Secretary)

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On the 13th day of February, 1979, before me came ROBERT GROSSMAN, to me known, who, being by me duly sworn, did depose and say that he resides at 865 Hickory Hill Lane, York, Pennsylvania; that he is President of Emons Leasing Co., Inc., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.



FRANK J. HARITON
Notary Public, State of New York
No. 31-4818834
Qualified in New York County
Commission Expires March 30, 1979